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上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1385)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 MAY 2014
AND
PAYMENT OF FINAL DIVIDEND**

The Board is pleased to announce that all the resolutions as set out in the Notice of the AGM were duly passed by poll at the AGM held on 30 May 2014.

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 0.08 per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2013 was duly passed and the final dividend is expected to be paid on 15 July 2014.

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of annual general meeting (the “AGM”) dated 11 April 2014 of Shanghai Fudan Microelectronics Group Company Limited (the “Company”). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular and the Notice of the AGM.

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) is pleased to announce that all the resolutions as set out in the Notice of the AGM were duly passed by poll at the AGM held on 30 May 2014.

As at the date of the AGM, the Company has a total of 617,330,000 Shares of RMB0.10 each in issue. None of the Shares entitled the holders to attend and vote only against the resolutions at the AGM, and no Shareholder was required to abstain from voting in respect of the resolutions. The total Shares with voting rights represented by the Shareholders attending the AGM were 382,104,000 Shares, representing approximately 61.90% of the total issued Shares of the Company as at the date of the AGM.

Mr. Tong Yat Chong, a practising Certified Public Accountant, was appointed by the Company as scrutineer for vote-taking. The following are the poll results of the resolutions passed at the AGM:

Ordinary resolution		Number of votes (approximately %)			Total votes
		For	Against	Abstain	
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2013	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
2.	a) To re-elect directors:				
	(i) To re-elect Mr. Jiang Guoxing as Executive Director	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
	(ii) To re-elect Mr. Yu Jun as Executive Director	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
	(iii) To re-elect Madam Cheng Junxia as Executive Director	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
	(iii) To re-elect Mr. Guo Li as Independent Non-executive Director	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
	(b) To authorise the Board to fix their remuneration	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
3.	To declare a final dividend	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
4.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	382,104,000 (100 %)	0 (0%)	0 (0%)	382,104,000
Special resolution					
5.	To renew the general mandate to issue new shares	377,518,000 (98.80 %)	4,586,000 (1.20%)	0 (0%)	382,104,000

As more than half of the votes were casted in favour of the ordinary resolutions 1 to 4 and more than two-third of the votes were casted in favour of the special resolution 5, the above resolutions were duly passed as ordinary resolutions and special resolution of the Company respectively.

PAYMENT OF FINAL DIVIDEND

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB8 cents per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2013 was duly passed.

The exchange rate applied by the Company for the calculation of the amount of dividend for H shares payable to H shares shareholders in Hong Kong dollar is the average closing exchange rates of Renminbi to Hong Kong dollar during the calendar week prior to 30 May 2014 (i.e. the date of the AGM) as announced by The People's Bank of China, which is RMB100 = HK\$125.68. Based on such exchange rate, the final dividend payable for each H share is HK\$10.05 cents.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “Receiving Agent”) and will pay to the Receiving Agent the final dividend declared for payment to H shares shareholders. The Receiving Agent will hold the dividend by way of trust on behalf of H shares shareholders. Such final dividend for H shares is expected to be paid by the Receiving Agent on 15 July 2014 and will be mailed by the Company’s share registrar Tricor Tengis Limited to the H shares shareholders who are entitled to receive the same by ordinary post at their own risk.

Please refer to the Company’s announcement dated 28 March 2014 for details relating to the withholding of corporate income tax for non-resident corporate shareholders.

By Order of the Board
Shanghai Fudan Microelectronics Group Company Limited*
Jiang Guoxing
Chairman

Shanghai, the PRC, 30 May 2014

As at the date of this announcement, the Company’s executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia and Mr. Wang Su; non-executive directors are Ms. Zhang Qianling, Mr. He Lixing and Mr. Shen Xiaozu and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li, Mr. Chen Baoying and Mr. Lin Fujiang.

** For identification purposes only*